



**INTERMAP TECHNOLOGIES CORPORATION**  
**Annual General and Special Meeting of Shareholders**  
**NOTICE OF MEETING AND**  
**MANAGEMENT INFORMATION CIRCULAR**  
**to be held on Friday, May 1, 2015 at 10:00 a.m. at:**  
**Calgary Petroleum Club**  
**319-5<sup>th</sup> Avenue S.W.**  
**CALGARY, ALBERTA**

The attached Management Information Circular is furnished in connection with the solicitation of proxies by and on behalf of the management of Intermap Technologies Corporation for use at the annual general and special meeting of holders of common shares of the Corporation to be held on Friday, May 1, 2015, at the time and place and for the purposes set out in the accompanying Notice of Annual General and Special Meeting and any adjournment thereof.

No person has been authorized to give any information or make any representation in connection with any matters to be considered at the meeting, other than as contained in the Management Information Circular and, if given or made, any such information or representation must not be relied upon as having been authorized.

Dated: March 26, 2015



## INTERMAP TECHNOLOGIES CORPORATION

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

#### TO: THE HOLDERS OF COMMON SHARES OF INTERMAP TECHNOLOGIES CORPORATION

**NOTICE IS HEREBY GIVEN** that the Annual General and Special Meeting (the “**Meeting**”) of holders of class A common shares (“**Common Shares**”) of Intermap Technologies Corporation (the “**Corporation**”) will be held at the Calgary Petroleum Club, 319-5<sup>th</sup> Avenue S.W., Calgary, Alberta on Friday, May 1, 2015, commencing at 10:00 a.m. (Calgary time) for the following purposes:

1. to receive the financial statements for the year ended December 31, 2014 and the auditors’ report thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at five (5);
3. to elect the board of directors of the Corporation (the “**Board of Directors**” or the “**Board**”) for the ensuing year;
4. to approve the appointment of KPMG LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and authorize the Board of Directors to fix their remuneration;
5. to consider and, if deemed appropriate, to approve a special resolution to amend the articles of the Corporation to consolidate the issued and outstanding Common Shares of the Corporation on the basis of one (1) Common Share for up to ten (10) Common Shares, with the ratio to be determined by the Board of Directors, in its sole discretion, at any time prior to June 30, 2016, as described more fully in the accompanying management proxy and information circular (the “**Information Circular**”);
6. to consider and, if deemed appropriate, to approve an ordinary resolution for the issuance of up to 4,530,166 warrants to the holder of an existing promissory note, as described more fully in the accompanying Information Circular; and
7. to transact such other business as may be properly brought before the Meeting or any adjournment thereof each as described in the Information Circular accompanying this Notice.

The Board of Directors has fixed the close of business on March 13, 2015 as the record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment thereof.

**INFORMATION RELATING TO THE MATTERS TO BE BROUGHT BEFORE THE MEETING IS SET FORTH IN THE MANAGEMENT INFORMATION CIRCULAR WHICH ACCOMPANIES THIS NOTICE AND WHICH IS EXPRESSLY MADE A PART OF THIS NOTICE.**

Shareholders who are unable or do not wish to attend the Meeting are requested to date, sign and return the enclosed form of proxy duly completed to **Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1**, so that it is received not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the Meeting or any adjournment thereof to ensure representation whether or not such shareholder is able personally to attend the Meeting. If the shareholder receives more than one instrument of proxy because such shareholder owns common

shares of the Corporation registered in different names or addresses, each instrument of proxy should be completed and returned. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

DATED at Calgary, Alberta on March 26, 2015.

**BY ORDER OF THE BOARD OF  
DIRECTORS**

*(Signed) "Todd A. Oseth"*

---

Todd A. Oseth

President & Chief Executive Officer

**INTERMAP TECHNOLOGIES CORPORATION**  
**MANAGEMENT INFORMATION CIRCULAR**  
**SOLICITATION OF PROXIES**

**This management information circular (the “Information Circular”)** is furnished by the management of Intermap Technologies Corporation (the “Corporation”) in connection with the solicitation of proxies for use at the Annual General and Special Meeting (the “Meeting”) of holders of Class A common shares (“Common Shares”) of the Corporation to be held at the Calgary Petroleum Club, 319 5th Avenue S.W., Calgary, Alberta, at 10:00 a.m. on Friday, May 1, 2015 and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Meeting and this Information Circular. To be valid, proxies must be delivered to Computershare Trust Company of Canada at the address shown on the enclosed envelope not less than 48 hours before the time for holding the Meeting. Only a shareholder of record at the close of business on March 13, 2015, unless that shareholder has transferred its Common Shares subsequent to that date and the transferee shareholder establishes ownership to those Common Shares and demands at least ten days before the Meeting that its name be included on the list of shareholders, will be entitled to vote at the Meeting.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or its attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

**The persons named in the enclosed Form of Proxy are directors and executive officers of the Corporation. A shareholder submitting the proxy has the right to appoint a person (who need not be a shareholder) other than the persons named in the enclosed Form of Proxy to represent it at the Meeting. To exercise this right, the shareholder should insert the name of the desired representative in the blank space provided in the Form of Proxy and strike out the other names, or submit another appropriate proxy.**

**REVOCABILITY OF PROXY**

A shareholder who has submitted a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. If a shareholder who has given a proxy attends personally at the Meeting, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the shareholder or its attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either at the head office of the Corporation at any time up to 4:30 p.m. (Calgary time) on the last business day before the day of the Meeting, or with the Chairman of the Meeting on the day of the Meeting, and upon either of such deposits, the proxy is revoked.

**PERSONS MAKING THE SOLICITATION**

**This solicitation is made by and on behalf of the management of the Corporation.** The costs incurred in the preparation and mailing of the Form of Proxy, Notice of Meeting and this Information Circular will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by personal interviews, or by other means of communication or by the directors, officers and employees of the Corporation, who will not be remunerated therefore. In accordance with National Instrument 54-101-*Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and

fiduciaries to forward solicitation materials to the beneficial owners of the common shares (as defined below) held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so.

### APPOINTMENT OF PROXY

The securities represented by proxies in favor of management nominees will be voted on any poll at the Meeting, and where the shareholder specifies a choice with respect to any matter to be acted upon; the securities will be voted or withheld from voting on any poll in accordance with the specification so made.

**In the absence of such specification, such securities will be voted in favor of the matters to be acted upon as set out herein. The persons appointed under the Form of Proxy furnished by the Corporation are conferred with discretionary authority with respect to amendments or variations of those matters specified in the Form of Proxy and Notice of Meeting and with respect to any other matters which may properly be brought before the Meeting. In the event that amendments or variations to any matter identified in the Notice of Meeting are properly brought before the Meeting, it is the intention of the persons designated in the enclosed Form of Proxy to vote in accordance with their best judgment on such matter or business. At the time of printing this Information Circular, the management of the Corporation knows of no such amendment, variation, or other matter.**

### ADVICE TO BENEFICIAL SHAREHOLDERS

**The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold Common Shares in their own name.** Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation’s registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the shareholders name. Such Common Shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as depository for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions (“**Broadridge**”). Broadridge typically applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial

Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at a meeting. **A Beneficial Shareholder receiving a proxy with a Broadridge sticker on it cannot use that proxy to vote Common Shares directly at the Meeting. The proxy must be returned to Broadridge well in advance of the Meeting in order to have the shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of its broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

This Information Circular and the accompanying Instrument of Proxy and Notice of Meeting may have been sent directly by the Corporation, rather than through an intermediary, to non-objecting beneficial owners under National Instrument 54-101. These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

#### **RECORD DATE**

The board of directors of the Corporation (the “**Board of Directors**” or the “**Board**”) has fixed March 13, 2015 as the record date (the “**Record Date**”) for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment thereof. Shareholders of record at the close of business on the Record Date are entitled to such notice and to vote at the Meeting.

#### **INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, or of any nominee for election as a director, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

#### **REPORTING CURRENCY**

All of the financial information in this Information Circular has been presented, unless otherwise noted, in United States dollars. The presentation currency for the audited financial statements of the Corporation for the year ended December 31, 2014 are in United States dollars.

## MATTERS TO BE ACTED UPON AT THE MEETING

### 1. Annual Report, Financial Statements and Auditors' Report

Pursuant to the *Business Corporations Act* (Alberta) (the "Act"), the directors will place before the shareholders at the Meeting the audited financial statements of the Corporation for the year ended December 31, 2014 and the auditors' report thereon. Shareholder approval is not required in relation to the statements.

### 2. Fix Number of Directors to be Elected at the Meeting

Shareholders of the Corporation will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting. In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by shareholders who vote in respect of the resolution.

At the Meeting, it will be proposed that five (5) directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote FOR the ordinary resolution fixing the number of directors to be elected at the Meeting at five (5).**

### 3. Election of Directors

Action is to be taken at the meeting with respect to the election of directors. The Board of Directors presently consists of five members. The current directors are Todd A. Oseth, Larry G. Garberding, Donald R. Gardner, John C. Curlander and L. David Sikes. All of the current directors will stand for re-election as directors of the Corporation at the Meeting. Each director elected will hold office until the next annual meeting of the shareholders or until his successor is duly elected or appointed, unless his office is earlier vacated under any of the relevant provisions of the Articles of the Corporation or the *Business Corporations Act* (Alberta).

The Board has adopted a policy stipulating that if the votes in favor of the election of a director nominee at a shareholders' meeting represent less than a majority of the Common Shares voted at the shareholders' meeting, the nominee will submit his or her resignation promptly after the meeting, for the Nominating and Governance Committee's consideration. The Committee will make a recommendation to the Board after reviewing the matter, and the Board's decision to accept or reject the resignation offer will be disclosed to the public. The nominee will not participate in any committee or Board deliberations on the resignation offer. The policy does not apply in circumstances involving contested director elections.

**Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote FOR the election to the Board of Directors of those persons hereinafter designated as nominees for election as directors.**

The following table sets out the name of each of the persons proposed to be nominated for election as a director; the director's residence; all positions and offices in the Corporation presently held by him; his principal occupation; the period during which he has served as a director; and the number of voting shares of the Corporation that he has advised are beneficially owned, or controlled or directed by him, directly or indirectly, as of the date hereof.



<b>Name, Present Office Held and Residence</b>	<b>Director Since</b>	<b>Principal Occupation</b>	<b>Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly as at the Record Date</b>
Todd A. Oseth President and Chief Executive Officer, Director Colorado, U.S.A.	December 6, 2010	President and Chief Executive Officer of the Corporation and the same position with Neterion, Inc. <sup>(6)</sup>	308,517
Larry G. Garberding <sup>(1)(3)(4)(5)</sup> Director Michigan, U.S.A	August 15, 2001	Retired since December 31, 2001. Member of the board of directors of Plug Power Inc. (NASDAQ) and several other private corporations. <sup>(7)</sup>	507,456
Donald R. Gardner <sup>(1)(2)(4)</sup> Director Alberta, Canada	November 26, 1998	Corporate Director. Prior to retirement in 2012, Chief Executive Officer of Canadian Spirit Resources Inc. (TSXV). <sup>(8)</sup>	412,692
John C. Curlander <sup>(2)(3)(4)</sup> Director Colorado, U.S.A.	August 10, 2011	President and Chief Executive Officer of Pindrop, Inc. Prior to that, General Manager, Microsoft Startup Business Group. <sup>(9)</sup>	182,898
L. David Sikes <sup>(1)(2)(3)(4)</sup> Director California, U.S.A.	April 9, 2014	Principal of Exeter Consulting. Prior to that, Chairman and Chief Executive Officer, Ramtron International Corp. <sup>(10)</sup>	42,316

**Notes:**

- (1) Member of Audit Committee
- (2) Member of Compensation Committee
- (3) Member of Nominating and Governance Committee
- (4) Member of Independent Committee
- (5) Chairman of the Board
- (6) Neterion, Inc. is a provider of 10 Gigabit Ethernet products and services.
- (7) Plug Power Inc. is a fuel cell technology company.
- (8) Canadian Spirit Resources is a natural resources company focusing on the natural gas sector of the energy industry.
- (9) Pindrop, Inc. is a provider of location-based shopper services for brick and mortar retailers. The Microsoft Start-up Business Group works independently within Microsoft to understand how key trends will influence technology in the near future, as well as collaborate across the company to incubate and rapidly prototype new technologies.
- (10) Ramtron International Corp. was a provider of specialty semiconductor memory products.

The current directors in aggregate own or control 1.6% of the issued and outstanding Common Shares of the Corporation.

The information as to Common Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective individuals.

### *Orders*

To the knowledge of management of the Corporation, no proposed director is, as at the date hereof, or has been within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. For the purposes of the hereof, "order" means (a) a cease trade order, (b) an order similar to a cease trade order, or (c) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

### *Bankruptcies*

To the knowledge of management of the Corporation, and except as detailed below, no proposed director of the Corporation (a) is, as at the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (b) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Oseth was the chief executive officer of Sanz, Inc. and resigned from such position early in November 2007. Subsequent to his resignation, Sanz, Inc. filed for Chapter 7 bankruptcy. Mr. Oseth had no further contact with the company or its trustees after his resignation.

### *Penalties and Sanctions*

To the knowledge of management of the Corporation, no proposed director has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## **4. Appointment of Auditors**

At the Meeting, the shareholders will be asked to appoint KPMG LLP as auditors of the Corporation to serve until the close of the next annual meeting of shareholders of the Corporation and to authorize the directors to fix their remuneration. KPMG LLP has been the auditor of the Corporation since incorporation.

**Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote FOR the appointment of KPMG LLP as auditors of the Corporation at a remuneration to be fixed by the Board of Directors.**

## 5. Approval of the Share Consolidation Special Resolution

At the Meeting, the shareholders will be asked to approve a special resolution approving the amendment of the Corporation's articles of incorporation to consolidate the issued and outstanding Common Shares (the "**Share Consolidation**"). The special resolution is substantially the same as the one approved at the annual and special meeting of the shareholders of the Corporation held on August 14, 2014 and which will expire on June 30, 2015. If the special resolution is approved, the Board will have the authority, in its sole discretion, to select the exact consolidation ratio provided that (a) the ratio will be no larger than one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares (the "**Consolidation Ratio**"), and (b) the number of post consolidation Common Shares must be a whole number of Common Shares. Subject to approval of the Toronto Stock Exchange (the "**TSX**"), the approval of the special resolution would give the Board the authority to implement the Share Consolidation at any time prior to June 30, 2016. In addition, even if the proposed Share Consolidation is approved by the shareholders, the Board, in its sole discretion, may revoke the special resolution and abandon the Share Consolidation without further approval or action or prior notice to shareholders.

The background to and reasons for the Share Consolidation, certain risks associated with the Share Consolidation and related information are described below.

### *Background to and Reasons for the Share Consolidation*

The Board proposes to reduce the number of Common Shares of the Corporation in order to improve the ability for institutional investors to purchase Common Shares of the Corporation and in anticipation of a cross-listing on a U.S. exchange at some time in the future.

The Board believes shareholder approval of a maximum potential Share Consolidation ratio (rather than a single consolidation ratio) provides the Board with flexibility to achieve the desired results of the Share Consolidation. If this special resolution is approved, the Share Consolidation will be implemented, if at all, only upon a determination by the Board that the Share Consolidation is in the best interests of the Corporation and the shareholders at that time. In connection with any determination to implement a Share Consolidation, the Board will set the timing for such a Share Consolidation and select the Consolidation Ratio from within the range set forth in the special resolution. The Board's selection of the Consolidation Ratio would be based primarily on the price of the Common Shares at the time and the expected stability at that price level. No further action on the part of shareholders will be required in order for the Board to implement the Share Consolidation. If the Board does not implement the Share Consolidation before June 30, 2016, the authority granted by the special resolution to implement the Share Consolidation on these terms will lapse. The special resolution also authorizes the Board to elect not to proceed with and abandon the Share Consolidation at any time if it determines, in its sole discretion, to do so. The Board would exercise this right if it determined that the Share Consolidation was no longer in the best interests of the Corporation and its shareholders. No further approval or action by or prior notice to the shareholders would be required in order for the Board to abandon the Share Consolidation.

### *Certain Risks Associated with the Consolidation*

There can be no assurance that the total market capitalization of the Common Shares (the aggregate value of all Common Shares at the then-market price) immediately after the Share Consolidation will be equal to or greater than the total market capitalization immediately before

the Share Consolidation. In addition, there can be no assurance that the per-share market price of the Common Shares following the Share Consolidation will be higher than the per-share market price immediately before the Share Consolidation or equal or exceed the direct arithmetical result of the Share Consolidation. In addition, a decline in the market price of the Common Shares after the Share Consolidation may result in a greater percentage decline than would occur in the absence of a Share Consolidation, and the liquidity of the Common Shares could be adversely affected. There can be no assurance that, if the Share Consolidation is implemented, the margin terms associated with the purchase of Common Shares will improve or that the Corporation will be successful in receiving increased attention from institutional investors. If the Share Consolidation is implemented, it may result in some shareholders owning “odd lots” of less than 100 Common Shares on a post-consolidation basis. Odd lots may be more difficult to sell, or require greater transaction costs per Common Share to sell, relative to Common Shares in “board lots” of multiples of 100 Common Shares.

#### *Principal Effects of the Consolidation*

As of the date hereof, the Corporation had 91,782,665 Common Shares issued and outstanding. Following the completion of the proposed Share Consolidation, the number of Common Shares of the Corporation issued and outstanding will depend on the ratio selected by the Board. The following table sets out the appropriate number of Common Shares that would be outstanding as a result of the Share Consolidation at the ratios suggested below based on the current issued and outstanding Common Shares.

<b>Table 1 – Consolidation Ratio</b>	<b>Approximate Number of Outstanding Common Shares (Post Consolidation)<sup>(1)(2)</sup></b>
<b>10 for 1</b>	9,178,267
<b>7 for 1</b>	13,111,809
<b>5 for 1</b>	18,356,533
<b>3 for 1</b>	30,594,222

**Notes:**

- (1) The ratios above are for information purposes only and are not indicative of the actual ratio that may be adopted by the Board to effect the Share Consolidation.
- (2) Based on the number of outstanding Common Shares as at the date hereof, being 91,782,665 Common Shares.

#### *Effect on Warrants and Stock Options*

The exercise or conversion price and/or the number of Common Shares issuable under any outstanding convertible securities, including the Corporation’s stock options and warrants, will be proportionately adjusted upon the implementation of the Share Consolidation, in accordance with the terms of such securities, based on the Consolidation Ratio determined by the Board.

#### *Tax Effect*

The Share Consolidation will not give rise to a capital gain or loss under the *Income Tax Act* (Canada) for a shareholder who holds such Common Shares as capital property. The adjusted cost base to the shareholder of the new Common Shares immediately after the Share Consolidation will be equal to the aggregate adjusted cost base to the shareholder of the old Common Shares immediately before the Share Consolidation.

### *Notice of Consolidation and Letter of Transmittal*

If the Share Consolidation is approved and implemented, registered shareholders will be required to exchange their share certificates representing pre-consolidation Common Shares for new share certificates representing post-consolidation Common Shares. If the Board decides to implement it, then following the announcement by the Corporation of the selected consolidation ratio and the effective date of the Share Consolidation, registered shareholders will be sent a letter of transmittal from the Corporation's transfer agent, Computershare Trust Company of Canada, as soon as practicable after the effective date of the Share Consolidation. The letter of transmittal will contain instructions on how to surrender your certificate(s) representing your pre-consolidation Common Shares to the transfer agent. The transfer agent will forward to each registered shareholder who has sent the required documents a new share certificate representing the number of post-consolidation Common Shares to which the shareholder is entitled. Until surrendered, each share certificate representing pre-consolidation Common Shares will be deemed for all purposes to represent the number of whole post-consolidation Common Shares to which the shareholder is entitled as a result of the Share Consolidation.

**Shareholders should not destroy any share certificate(s) and should not submit any share certificate(s) until requested to do so.**

### *Fractional Shares*

No fractional Common Shares of the Corporation will be issued upon the Share Consolidation. All fractions of post-consolidation Common Shares will be rounded to the next lowest whole number if the first decimal place is less than five and rounded to the next highest whole number if the first decimal place is five or greater.

### *Percentage Shareholdings*

The Share Consolidation will not affect any shareholder's percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Common Shares. Instead, the Share Consolidation will reduce proportionately the number of Common Shares held by all shareholders.

### *Implementation*

The implementation of the special resolution is conditional upon the Corporation obtaining the necessary regulatory consents. The special resolution provides that the Board is authorized, in its sole discretion, to determine not to proceed with the proposed Share Consolidation, without further approval of the Corporation's shareholders. In particular, the Board may determine not to present the special resolution to the Meeting or, if the special resolution is presented to the Meeting and approved, may determine after the meeting not to proceed with completion of the proposed Share Consolidation and filing the articles of amendment. If the Board does not implement the Share Consolidation prior to June 30, 2016, the authority granted by the special resolution to implement the Share Consolidation on these terms would lapse and be of no further force or effect.

### *Effect on Non-registered Shareholders*

Non-registered shareholders holding their Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures

for processing the Share Consolidation than those that will be put in place by the Corporation for registered shareholders. If you hold your Common Shares with such a bank, broker or other nominee and if you have any questions in this regard, you are encouraged to contact your nominee.

#### *Procedure for Implementing the Share Consolidation*

If the Share Consolidation is approved and the Board decides to implement it, the Corporation will promptly file articles of amendment with the Director under the Act in the form prescribed by the Act to amend the Corporation's articles of incorporation. The Share Consolidation would then become effective on the date shown on the certificate of amendment issued by the Director under the Act or such other date indicated in the articles of amendment provided that, in any event, such date will be prior to June 30, 2016.

#### *No Dissent Rights*

Under the Act, shareholders do not have dissent and appraisal rights with respect to the proposed Share Consolidation.

It is proposed that the shareholders pass a resolution approving the Share Consolidation substantially in the form set forth below:

“NOW THEREFORE BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

1. the Corporation be and is hereby authorized to consolidate the issued and outstanding common shares in the capital of the Corporation on the basis of one (1) new common share for up to every ten (10) common shares currently issued and outstanding (the “**Share Consolidation**”) at any time prior to June 30, 2016;
2. the Board of Directors is hereby authorized to determine the ratio for the Share Consolidation at any time prior to June 30, 2016;
3. any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, to complete all transactions in connection with the Share Consolidation; and
4. notwithstanding the passing of this special resolution by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered without further notice to or approval of the shareholders of the Corporation not to proceed with the Share Consolidation or to revoke this resolution at any time prior to the Share Consolidation becoming effective.”

**Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote FOR the resolution authorizing and approving the Share Consolidation.** In order to be approved, the special resolution must be passed by at least 66 and 2/3% of the votes cast by shareholders at the Meeting in person or by proxy.

## 6. Approval of Issuance of New Warrants

### *Background*

On January 16, 2015, the Corporation entered into a debt financing agreement with an arm's length lender (the "**Lender**") whereby the Lender agreed to lend, via a promissory note, \$500,000 to the Corporation (the "**Promissory Note**"). The Promissory Note carries simple interest, payable at maturity, at an annual rate of 18%. The Promissory Note has a term of one year from the date of issuance. As part of the debt financing agreement, the Corporation also agreed to issue 6,000,000 warrants (equal to 6.54% of the undiluted issued and outstanding Common Shares) to purchase Common Shares to the Lender (the "**Warrant Issuance Commitment**"). Under the terms of the debt financing agreement, failure to comply with the Warrant Issuance Commitment will constitute an event of default and the Promissory Note will become immediately payable in full. This may lead to the Corporation being in breach of certain other debt commitments, resulting in an amount of up to \$13.2 million becoming due and payable. The Corporation does not expect that it would be able to meet such payment obligations.

On January 21, 2015, the Corporation issued 1,469,834 warrants to purchase Common Shares to the Lender. These warrants are exercisable at CDN\$0.08 and are exercisable until January 21, 2018. Under section 607 of the TSX Company Manual, the Corporation cannot issue more than 25% of its issued and outstanding Common Shares in any three months period without shareholder approval. The Corporation had previously reached this 25% limit due to the number of Common Shares issuable pursuant to warrants and convertible debt issued on December 12, 2014, December 26, 2014, and January 5, 2015, respectively. As a result, the Corporation requires shareholder approval for the issuance of the additional 4,530,166 warrants (the "**New Warrants**") (equal to 4.94% of the undiluted issued and outstanding Common Shares) and fulfilment of the Warrant Issuance Commitment. Under the terms of the debt financing agreement, the New Warrants will have an exercise price equal to the five day volume weighted average trading price of the Common Shares ending on the trading day before the issuance of the New Warrants and will have a maturity term of three years. Based on the five day volume weighted average trading price of the Common Shares ending on the day prior to the date hereof, if the New Warrants were to be granted as of the date hereof, the exercise price would equal C\$0.09.

As of the date hereof, according to information provided by the Lender, the Lender holds no Common Shares of the Corporation and the only convertible securities held by the Lender are the 1,469,834 warrants referred to above. As a result, the exercise of the New Warrants will not result in the Lender becoming an "insider" (as such term is defined in Part 1 of the TSX Company Manual) of the Corporation and will not materially affect control of the Corporation.

### *Recommendation of the Board*

After careful consideration, the Board has unanimously determined that the issuance of the New Warrants is in the best interests of the Corporation. In reaching this conclusion, the Board considered a number of factors, including, but not limited to, the Corporation's then and current state of financial affairs, the ability of the Lender to demand immediate repayment of the \$500,000 loan if the New Warrants are not issued, the impact of such repayment obligation on the Corporation's financial position, and the number of New Warrants to be issued compared to the Corporation's overall capitalization structure. As a result, **the Board unanimously recommends that shareholders vote FOR the issuance of the New Warrants.**

### *The New Warrants Issuance Resolution*

The full text of the resolution approving the issuance of the New Warrants is set forth below:

“NOW THEREFORE BE IT RESOLVED BY SPECIAL RESOLUTION THAT:

1. The Corporation be and is hereby authorized and directed to issue up to 4,530,166 warrants (the “**New Warrants**”) to purchase Class “A” common stock of the Corporation (the “**Common Shares**”) to an arm’s-length lender (the “**Lender**”) or such other associated or affiliated entity of the Lender as may be directed by the Lender, with such New Warrants carrying an exercise price equal to the five-day volume weighted average trading price of the Common Shares ending on the trading day prior to the day of issuance and having an exercise period of 36 months from the date of issuance.
2. Up to 4,530,166 Common Shares be reserved and allotted for issuance pursuant to the exercise of the New Warrants or any portion thereof from time-to-time and any one director or officer of the Corporation be and is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, to complete all transactions in connection with the issuance of the New Warrants.
3. Notwithstanding the passing of this ordinary resolution by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered without further notice to or approval of the shareholders of the Corporation not to proceed with the issuance of the New Warrants or to revoke this resolution at any time prior to the issuance of the New Warrants becoming effective.”

**Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote FOR the resolution approving the issuance of the New Warrants.** In order to be approved, the ordinary resolution must be passed by a majority (50%+1) of the votes cast by shareholders at the Meeting in person or by proxy.

#### **7. Other Matters**

Management of the Corporation is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Annual General and Special Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed instrument of proxy to vote the shares represented thereby in accordance with their best judgement on such matter(s).

### **INFORMATION CONCERNING THE CORPORATION**

#### **Voting Shares and Principal Holders Thereof**

The authorized share capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of preferred shares (the “**Preferred Shares**”).

As at the Record Date, March 13, 2015, there were 91,782,665 Common Shares issued and outstanding and no Preferred Shares issued and outstanding. At the Meeting, upon a show of hands, every holder of Common Shares present in person or represented by proxy and entitled to vote shall have one vote for



each Common Share holder represented, subject to certain restrictions imposed on the ability of a proxyholder to vote by show of hands where such proxyholder has conflicting instructions from more than one shareholder. On a poll or ballot, every shareholder present in person or by proxy has one vote for each Common Share of which it is the registered holder. A shareholder present in person or represented by proxy may demand a ballot either before or after any vote by show of hands.

A quorum for the transaction of business at the Meeting will be present if two persons are present and holding or representing by proxy 5% of the securities entitled to vote at the Meeting. Pursuant to the *Business Corporations Act* (Alberta) and the bylaws, if a quorum is present at the opening of the Meeting, the shareholders present may proceed with the business of the Meeting notwithstanding that a quorum is not present throughout the Meeting. If a quorum is not present at the opening of the Meeting, the shareholders present may adjourn the Meeting to a fixed time and place but may not transact any other business.

The holders of Common Shares are entitled to notice of and to vote at all annual and special meetings of shareholders (except meetings at which only holders of a specified class or series of shares are entitled to vote) and are entitled to one vote per Common Share. Subject to the prior rights of the holders of any Preferred Shares, the holders of Common Shares are entitled to receive such dividends as the Board of Directors may declare and, upon liquidation, to receive such assets of the Corporation as are distributable to holders of Common Shares.

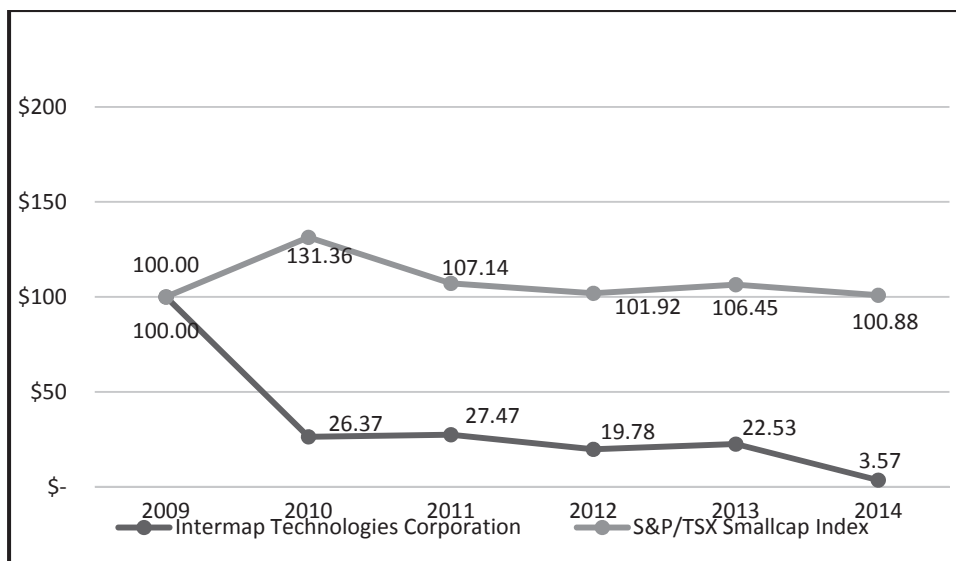
#### Principal Shareholders

To the knowledge of the directors and executive officers of the Corporation, as at the date hereof, the persons noted in the following table were the only persons that beneficially owned, directly or indirectly, or exercised control or direction over, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation:

<b>Name and Municipality of Residence of Shareholder</b>	<b>Type of Ownerships</b>	<b>Approximate Number of Common Shares Owned or Controlled</b>	<b>Percentage of Class</b>
Invesco Trimark	<b>Beneficial</b>	15,181,047	16.5%
Special Situations Funds	<b>Beneficial</b>	15,051,204	16.4%
Vertex One Asset Management Inc.	<b>Beneficial</b>	12,515,476	13.6%

#### **PERFORMANCE GRAPH**

The following graph compares the cumulative total shareholder return for the Common Shares of the Corporation (assuming a \$100 investment was made on December 31, 2009) with the cumulative total return of the S&P/TSX Smallcap Index, assuming reinvestment of dividends (see “**Base Salary**” and “**Directors’ Fees**” below for trends in executive and director compensation).



	2009	2010	2011	2012	2013	2014
Intermap Technologies Corporation	100.00	26.37	27.47	19.78	22.53	3.57
S&P/TSX Smallcap Index	100.00	131.36	107.14	101.92	106.45	100.88

## STATEMENT OF EXECUTIVE COMPENSATION

The following sections set forth the remuneration for the “**Named Executive Officers**” (or “**NEOs**”), being the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers during the most recently completed financial year and the three other most highly compensated executive officers whose total compensation exceeded \$150,000 for the last fiscal year, as well as a description of all other applicable compensation provided to the executive officers of the Corporation.

### Compensation Discussion and Analysis

#### Compensation Objective

The objective of the Corporation’s compensation program (the “**Compensation Program**”) is to attract and retain high quality management and develop a strong employee team. The Corporation believes that an equitable, balanced and competitive Compensation Program is critical to attract, motivate and retain executive talent.

The design of the Corporation’s Compensation Program is based on a compensation philosophy that:

- supports executive attraction, engagement and retention;
- is competitive with the external compensation market;
- aligns executive interests with shareholders; and
- rewards accomplishments through “pay-for-performance.”

The Compensation Program specifically provides for “Total Compensation,” which is a combination of base salary, performance-based incentives and benefit programs that reflect aggregated competitive pay in light of business achievement, fulfillment of corporate and individual objectives, and overall job performance.

## Role of Executive Officers

The Chief Executive Officer annually provides the Compensation Committee of the Corporation (the “**Committee**”) with compensation recommendations for each of the executives, other than himself. In making compensation recommendations, the Chief Executive Officer considers each executive’s performance and other relevant factors, including the scope of each executive’s position and responsibilities, the achievement of corporate goals, the current business environment and anticipated changes, and executive retention and recruitment considerations. The Chief Executive Officer and the Corporation’s Chief Financial Officer regularly attend meetings of the Committee, but are not members of the Committee and do not vote on Committee matters. The Chief Executive Officer and the Chief Financial Officer are not present for certain portions of the Committee meetings, such as when the Committee holds executive sessions or discusses the performance or individual compensation of either the Chief Executive Officer or the Chief Financial Officer.

## Role of the Compensation Committee

Pursuant to its charter, the Committee is responsible for reviewing and making recommendations to the Board in respect of human resource policies, practices and structures, compensation policies and guidelines, management incentives, senior management compensation, and Board of Directors compensation.

The Committee has oversight responsibility for the Corporation’s executive Compensation Program and makes recommendations to the Board of Directors. The Committee meets with the Chief Executive Officer to review overall employee compensation for the Corporation and specific compensation of the executive officers. In order to help achieve the goal of tying executive compensation to the performance of the Corporation, on an annual basis the Committee reviews and approves the executive Compensation Program for the upcoming fiscal year at the same time the Corporation’s overall budget is established. When determined appropriate, the Committee engages an executive compensation consultant to assist in collecting market data for the executive group and for the Board of Directors, in order to assess the competitiveness of the current compensation packages.

The Committee is currently comprised of John C. Curlander, Donald R. Gardner and L. David Sikes. The Committee reviews all proposed agreements between executives and the Corporation and provides recommendations to the Board of Directors. All members of the Committee are independent, non-employee directors, and are not eligible to participate in any of the Corporation’s benefit programs, other than the Corporation’s Stock Option Plan and the directors’ share compensation plan (see “**Director Compensation**”). All members of the Committee have been involved with executive compensation related matters at companies they have been employed with in the past. The Corporation believes the combined experience of the Committee members creates a broad base of executive compensation knowledge that positively influences the Corporation’s executive compensation related decisions.

## Use of Compensation Consultants and Peer Group Companies

In 2014, the Committee hired an independent executive compensation consultant, Towers Watson, to collect market data and make recommendations regarding the competitiveness of the Company’s 2014 executive Compensation Program. Towers Watson reported the results of its review directly to the Committee and provided relevant market data from a selected peer group against which the competitiveness of the aggregated Compensation Program was compared. The peer companies included other publicly held businesses, generally in the software industry, with similar characteristics and stage of development as the Company’s. In selecting the companies for inclusion in the peer group, the market

capitalization, revenue history, employee count, international operations, and initial public offering date of each company were considered. There were 15 peer companies considered in the study:

Asure Software, Inc.	Bridgeline Digital, Inc.	BroadVision Inc.
Daegis Inc.	Evolving Systems Inc.	Exa Corporation
GlobalSCAPE, Inc	Glowpoint Inc.	Lyrus, Inc.
Onvia Inc.	Sajan, Inc.	Selectica, Inc.
Smith Micro Software Inc.	Sonic Foundry, Inc.	XRS Corporation

Towers Watson gathered market pay data from three published surveys for all jobs and proxy disclosures of this selected group of peer companies for the CEO, CFO and three other members of management. The pay opportunity elements covered included base salary, target total cash compensation (TTC), long-term incentives (LTI), and total direct compensation (TDC). Intermap’s position was then matched to market-benchmark positions based on current job responsibilities. Towers Watson determined that overall, the base salary of the Company’s executives is at the 50<sup>th</sup> percentile level, TTC is at the 65<sup>th</sup> percentile level, and TDC is at the 50<sup>th</sup> percentile level.

Four of the primary factors the Committee considered after reviewing the Towers Watson findings were the stage of development of the Company, the risks of employment, retention, and the need to encourage the executive group to participate in equity ownership of the Company. The Committee concluded that overall short-term compensation was appropriate, but there was a requirement for an expanded long-term compensation element. The Committee concluded that the long-term incentive element should be paid out primarily in common shares of the Company upon the accomplishment of specific identified performance criteria that would be measured over a multiple year period. The Committee also concluded that in light of the findings, certain adjustments to the base salaries of the executive officers were appropriate for the period beginning June 1, 2014. The base annual salaries for Messrs. Oseth and Mohr were therefore increased on June 1, 2014 by \$10,800 and \$7,700, respectively.

Elements of Executive Officer Compensation

The Corporation’s Compensation Program has four principal components: base salary, incentive bonus plan, long-term incentive plan, and stock options.

Base Salary

The base salary element is designed to establish a target compensation level of fixed income based on the comparative market value of each position. Additionally, the base salary is the metric upon which bonus and severance compensation, if any, is based. With this in mind, the Corporation sets base salaries for executives primarily based on the scope of their responsibilities and the compensation levels for their positions relative to the market, so that salary levels are competitive in an effort to build and retain an effective executive team. The Committee reviews base salaries annually and approves adjustments as considered appropriate. Base salaries for the NEOs were as follows for the 2014 calendar year:

<u>Name</u>	<u>Annual Base Salary</u>
Todd A. Oseth	\$366,800
Richard L. Mohr	\$261,992

### Incentive Bonus Plan

Each year, the Committee approves an annual incentive bonus plan to provide cash or Common Share bonus payments to the NEOs and other employees who are considered to have a significant role in the long-term success of the Corporation. The bonus payments are typically based upon corporate and individual objectives approved by the Board of Directors. The bonus plan is designed to be at-risk and to provide an incentive to the participants to achieve and exceed goals set by the Corporation and approved by the Board of Directors. The Committee reviews and approves the incentive bonus plan early in each fiscal year and approves the actual payouts under the plans after the end of the fiscal year. Executive officers are eligible for bonuses in an amount based on a percentage of their base salary. For 2014, the annual incentive bonus payout targets (as a percentage of annual base salary) were 60% for Mr. Oseth and 50% for Mr. Mohr.

In 2014, the annual incentive bonus potential for Mr. Oseth and Mr. Mohr was based on the achievement of Board defined corporate performance targets. The performance targets are first reviewed by the Committee and recommendations are then presented to the Board for approval. The Committee and the Board carefully consider each element of the plan to ensure management is not motivated to take any inappropriate or unnecessary risk. The executive officer performance targets are reviewed by the Committee in consultation with the Chief Executive Officer and aligned with the annual Chief Executive Officer goals, which are then approved by the Board. These targets include a weighted mix of financial and operational objectives. For 2014, the individual objectives on which incentive bonus payments were measured included: adjusted EBITDA (earnings before interest, taxes, depreciation and amortization, adjusted further for non-recurring events and as detailed in the Corporation's Management's Discussion and Analysis ("MD&A") filed on SEDAR), total revenue, 3DBI software related revenue, and revenue backlog. For the year ended December 31, 2014, none of the targets for the year were achieved for the executive officers as a group.

The Committee and the Board of Directors acknowledge the current difficulties the Corporation has in accurately forecasting its sales opportunities for a year because of (i) the volatility of the industry the Corporation operates within (ii) the reliance on significant non-recurring government contracts, both domestically and internationally (iii) the development of new products and solutions that are in the early days of introduction to the markets (iv) the current limited amounts of annual recurring revenue, and (v) the limited amount of working capital available to the Corporation for development and marketing activities. Because of these noted difficulties in forecasting, the Committee has the ability to acknowledge and reward the NEOs on a basis other than a strict calculation associated with the financial and operational metrics developed at the beginning of each calendar year.

For 2014, given the overall performance against stated 2014 financial goals, the Board did not approve any incentive bonus payments.

### Long-term Incentive Plan

During the third quarter of 2014, the Board of Directors approved the final terms of a long-term incentive plan (LTIP) designed to compensate the NEOs and three other members of senior management of the Company based on the stock performance of the Company over a multiple year period. The LTIP has a two year duration commencing on January 1, 2014 and ending on December 31, 2015. The Company's long-term incentive plan is designed to encourage performance that leads to (i) enhanced stockholder value, (ii) closely aligns the NEOs interests with those of the stockholders, and (iii) encourages NEO retention.

The LTIP metric is share-based and is calculated on the average stock price of the Company during the last quarter of the year ended December 31, 2015. At the discretion of the Board of Directors, the plan includes the award of up to (i) 1,132,000 common shares to be issued as equity-settled share-based

compensation and up to 1,698,000 common shares to be settled in either cash or common shares for Mr. Oseth, and (ii) 476,000 common share to be issued as equity-settled share-based compensation and up to 714,000 common shares to be settled in either cash or common shares for Mr. Mohr. The scale for this metric starts at C\$0.30 per share, scaling from 0% incentive earned on a straight line basis, up to C\$0.60 per share. At C\$0.60 per share, management will have achieved 100% of the objective. Awards settled in common shares will be paid out on March 31, 2016. Any awards settled in cash will be paid 50% of the earned award on March 31, 2016 and 50% of the earned award on March 31, 2017, subject to predetermined working capital thresholds of the Company. The NEOs are required to hold any common shares paid to them under the LTIP for a period of at least one year (net of taxes). To receive the awards, the NEO must be employed by the Company on the scheduled payment dates.

If there is a change of control event that takes place with the Company prior to the end of the term of the LTIP, the plan compensation metric shall revert to the sale price per share. The scale for this metric starts at C\$0.30 per share, scaling from 0% incentive earned on a straight line basis, up to C\$0.60 per share. At C\$0.60 per share, management will have achieved 100% of the objective.

### Compensation Risk

The Board has an annual compensation risk review process that is overseen by the Compensation Committee and is included with the NEOs' annual compensation review process. The process seeks to identify risks associated with compensation and the practices in place to mitigate such risk. The process considers pay philosophy and governance, compensation components, short-term and long-term incentives, performance measurements, share ownership, and other policies and procedures.

In connection with the defined corporate performance targets for 2013, the Compensation Committee considered the extent to which the metrics could potentially incentivise unnecessary or inappropriate risk-taking or short-term decision making.

In addition to the metrics selected for performance-based compensation, the Compensation Committee believes that certain other measures in place mitigate the incentive for executives to take excessive or inappropriate risks. These measures include: frequent Board level business updates, comprehensive risk reviews of material contracts, prohibiting hedging of equity-based compensation or common shares, pre-approval of any purchase or sale of common shares, and through the annual business planning process. The Corporation's strategic objectives and risk assessment process is used in preparing the annual business plan, which is then used for compensation planning, including compensation mix, and then further used to develop specific objectives for the achievement by the NEO's of annual short-term incentives.

The Board considers the processes adopted to be an effective method for examining compensation risk and mitigation strategies. The Compensation Committee has considered the risks created by the Corporation's compensation practices, including mitigating factors, and, based on its review, does not believe that the compensation practices create risks that are reasonably likely to have a material adverse effect on the Corporation.

### Employee Share Compensation Plan

On May 12, 2009, the shareholders approved the Employee Share Compensation Plan, which provides for the issuance from treasury of Common Shares to employees of the Corporation on an annual basis. At the Annual General and Special Meeting of the Shareholders held on August 3, 2011, an amended Employee Share Compensation Plan was approved to increase the maximum number of Common Shares of the Corporation issuable thereunder from 1,500,000 to 4,000,000. At the Annual General and Special

Meeting of the Shareholders held on August 14, 2014, an amended Employee Share Compensation Plan was approved to increase the maximum number of Common Shares of the Corporation issuable thereunder from 4,000,000 to 8,000,000. If so determined by the Board of Directors, the shares may be issued to employees as incentive compensation either as part of their annual bonus amount or other employment compensation intended to conserve cash of the Corporation and retain talent. Any previous grants are taken into consideration in making new grants.

Currently, 8,000,000 Common Shares are reserved for issuance under the Employee Share Compensation Plan. To date, 1,205,188 shares have been issued under the plan, representing 1.3% of the issued and outstanding Common Shares of the Corporation. As of March 26, 2015, 6,794,812 Common Shares remain available for issuance under the Employee Share Compensation Plan.

The following is a description of the material terms and conditions of the Employee Share Compensation Plan. The Employee Share Compensation Plan provides that each year, if so determined by the Board of Directors, each participant shall be issued Common Shares of the Corporation in an amount equal to up to 100% of the participant's annual performance based bonus amount (the "**Annual Bonus Amount**") paid by the Corporation divided by the closing price of the Common Shares on the TSX on the date prior to payment, provided that such purchase price shall not be less than that from time to time permitted under the rules of the TSX. The Annual Bonus Amount shall be determined annually by the Board of Directors, who will further determine the range, from 0 – 100%, of the Annual Bonus Amount which shall be payable by the issue of Common Shares pursuant to the Employee Share Compensation Plan. The Employee Share Compensation Plan shall be administered by the Board, which has the right to delegate the administration and operation of the Employee Share Compensation Plan to a committee of the Board. The number of Common Shares subject to the Employee Share Compensation Plan shall be increased or decreased proportionately in the event of the subdivision or consolidation of the outstanding Common Shares of the Corporation. If any participant ceases to be an employee of the Corporation for any reason, his right to be issued Common Shares pursuant to the Employee Share Compensation Plan will terminate immediately, subject to any amounts owing to the participant at the time such participant ceases to be employed by the Corporation. All benefits, rights and Common Shares accruing to any participant in accordance with the terms and conditions of the Employee Share Compensation Plan are non-transferrable and non-assignable. The Board of Directors may, at any time, suspend or terminate the Employee Share Compensation Plan. The Board of Directors may also, at any time, amend or revise the terms of the Employee Share Compensation Plan, subject to the receipt of all necessary regulatory approvals, provided that no such amendment or revision shall alter the terms of any Common Shares previously issued under the Employee Share Compensation Plan. The Board of Directors may make the following amendments to the Employee Share Compensation Plan without shareholder approval:

- (i) amendments of a "housekeeping" nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the Employee Share Compensation Plan to correct or supplement any provision of the Employee Share Compensation Plan that is inconsistent with any provision of the Employee Share Compensation Plan;
- (ii) amendments necessary to comply with the provisions of applicable law, including without limitation, the rules, regulations and policies of the TSX;
- (iii) amendments necessary in order for awards to qualify for favorable treatment under applicable tax laws;

- (iv) amendments respecting the administration of the Employee Share Compensation Plan; and
- (v) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law.

Shareholder approval will be required for the following amendments to the Employee Share Compensation Plan:

- (i) amendments to the number of Common Shares reserved for issuance under the Employee Share Compensation Plan;
- (ii) amendments to modify the requirements as to eligibility for participation; and
- (iii) amendments required to be approved by shareholders under applicable law including, without limitation, the rules, regulations and policies of the TSX.

### **Benefit Plans**

To help attract and retain key executives, the Corporation offers a competitive benefits program that ranks in the top quartile of benefit programs offered in the region. The program provides benefits to the executive officers on the same terms as are available to all other employees in the jurisdictions where they reside, and typically includes health care, dental care, vision care, disability and life insurance.

The Corporation does not provide any pension or retirement benefits to its employees (including its executive officers) other than a Corporation sponsored 401(k) plan in the United States and a Registered Retirement Savings Plan (“RRSP”) in Canada. All 401(k) and RRSP matching contributions, if any, are subject to annual review and the approval of the Board of Directors and are conditional principally on the financial performance and condition of the Corporation. The matching of contributions for the executive officers is on the same terms as offered to all other employees participating in the plans. For 2014, the Board approved the matching of 401(k) and RRSP contributions at 50% of employee contributions up to the first 4% of included compensation. Employee and employer match contributions are immediately vested at 100%.

### **Employment Contracts**

*Todd A. Oseth*

The Corporation entered into an employment agreement with Todd A. Oseth pursuant to which Mr. Oseth is to fill the office of President and Chief Executive Officer of the Corporation from December 6, 2010 through to December 31, 2015.

Mr. Oseth’s employment agreement provides for an initial base salary of \$300,000 to be paid in cash and \$150,000 to be paid in Common Shares of the Corporation, with such Common Shares being issued in quarterly instalments, commencing on December 6, 2010. Mr. Oseth is eligible to receive a performance bonus in each fiscal year based on the achievement of goals approved by the Board of Directors on an annual basis. Mr. Oseth was also issued 450,000 restricted Common Shares of the Corporation that can be earned over a three-year period assuming the achievement of specified business results. The restricted shares were to be held in escrow by a third party escrow agent. Mr. Oseth is subject to non-competition provisions that prevent him from providing services following termination of employment for a period of one year in the markets being pursued by the Corporation, subject to certain exceptions.



Pursuant to the recommendation of the Committee and subsequent approval of the Board, the cash component of Mr. Oseth's annual base salary was increased to \$350,000 beginning January 1, 2012. The quarterly Common Shares component of Mr. Oseth's annual base salary was terminated effective January 1, 2012 resulting in an overall reduction to his total annual base salary.

Pursuant to the recommendation of the Committee and subsequent approval of the Board, Mr. Oseth's annual base salary was increased to \$371,300 beginning June 1, 2014. In March 2014, the 450,000 restricted Common Shares that were held in escrow in Mr. Oseth's name were released from escrow and immediately cancelled.

If the Corporation terminates Mr. Oseth's employment (other than termination for just cause), then Mr. Oseth will be entitled to an amount equal to one times his annual base salary.

#### *Richard L. Mohr*

The Corporation entered into an employment agreement with Richard L. Mohr pursuant to which Mr. Mohr was hired to fill the office of Senior Vice President and Chief Financial Officer of the Corporation from January 1, 2011 through to December 31, 2015.

Mr. Mohr's employment agreement initially provided for an annual base salary of \$210,000 paid in cash and \$40,000 paid in quarterly instalments in Common Shares of the Corporation or cash, at the discretion of the Committee and subject to the terms of the Corporation's Employee Share Compensation plan. Mr. Mohr is eligible to receive a performance bonus in each fiscal year based on the achievement of goals approved by the Board of Directors on an annual basis. Mr. Mohr is subject to non-competition provisions that prevent him from providing services following termination of employment for a period of one year in the markets being pursued by the Corporation, subject to certain exceptions.

Pursuant to the recommendation of the Chief Executive Officer and subsequent approval by the Committee and the Board, the cash component of Mr. Mohr's annual base salary was increased to \$250,000 beginning January 1, 2012. The quarterly Common Shares or additional cash component of Mr. Mohr's annual base salary was terminated effective January 1, 2012.

Pursuant to the recommendation of the Chief Executive Officer and subsequent approval by the Committee and the Board, Mr. Mohr's annual base salary was increased to \$265,200 beginning June 1, 2014.

If the Corporation terminates Mr. Mohr's employment (other than termination for just cause), then Mr. Mohr will be entitled to an amount equal to one times his annual base salary.

#### **Option-Based Awards**

The Corporation grants stock options ("**Options**") to certain employees (including executive officers) who are considered to have a significant role in the long-term success of the Corporation. For grants to directors, officers, employees, consultants and other personnel of the Corporation or any of its subsidiaries, the Committee reviews the Chief Executive Officer's proposal and makes recommendations to the Board of Directors regarding the approval of grants to such persons. For any grant to the Chief Executive Officer, the Committee makes a recommendation to the Board of Directors regarding the magnitude of such grant. Grants of Option awards are based on individual performance, position held within the Corporation and the overall performance of the Corporation. Previous grants of Options are taken into account by the Chief Executive Officer and the Committee when considering new grants to employees and the executives of the Corporation.

Options give the individual the right to purchase at a pre-set price (the market price of the Corporation's stock when the Option is granted), a specific number of Common Shares of the Corporation's stock at future dates, and the executives can exercise this right as the Options vest (i.e., become exercisable) during the life of the Option (generally the Board has set a four year vesting period with a six year option life, as determined by the Board in its discretion at the time of the grant). The value of any Option awards made to the executive officers is determined using the Black-Scholes option pricing model. Options are also used as a means to promote the long-term retention of key executives by imposing time-based vesting conditions on all Option awards. Equity in the form of Options forms a key element of the total compensation for each executive and is considered each year as part of the annual performance review process.

At the Annual General and Special Meeting of the shareholders of the Corporation on May 13, 2008, the Corporation adopted the Option Plan, which is a "rolling" incentive stock option plan for directors, officers, participating employees and any person or company who provides management or consulting services to the Corporation and its subsidiaries. The Option Plan was subsequently amended at the Annual General and Special Meeting of the shareholders of the Corporation on August 3, 2011, to include an additional limit on the number of Options that can be granted to non-employee directors and to amend the amendment provisions to include additional types of amendments that require shareholder approval. On July 11, 2014, the Board of Directors of the Corporation made further amendments to the Option Plan of a "housekeeping" nature, including revising the insider limits in accordance with the rules of the TSX, which amendments did not require shareholder approval as per Section 18(a)(i) of the Option Plan.

The following is a description of the material terms and conditions of the Option Plan. The Option Plan permits the granting of Options to purchase up to a maximum of 10% of the issued and outstanding Common Shares of the Corporation from time-to-time. The number of Options and the exercise price thereof is set by the Board of Directors at the time of grant provided that the exercise price shall not be less than the market price of the Common Shares, which is the last per share closing price for the Common Shares on the TSX before the date of grant. The Options are exercisable for a period as the Board of Directors determine at the time of grant, which must not exceed the maximum period permitted by the TSX, provided that in any event, the maximum period is 10 years from the date of grant and vest at such times as the Board of Directors determine at the time of grant, subject to the rules of the TSX. Any increase in the issued and outstanding Common Shares will result in an increase in the available number of Common Shares issuable under the Option Plan, and any exercise or forfeiture of options will make new grants available under the Option Plan effectively resulting in re-loading of the number of options available to grant under the Option Plan.

The Options granted under the Option Plan shall not result at any time in:

- (a) The number of Common Shares issuable to insiders of the Corporation, at any time, under the Option Plan, and any other security based compensation arrangements of the Corporation, exceeding 10% of the issued and outstanding Common Shares;
- (b) The number of Common Shares reserved for non-employee directors of the Corporation, at any time, cannot exceed 1% of the issued and outstanding Common Shares;
- (c) The number of Common Shares issued to insiders of the Corporation, within any one year period, under the Option Plan, and any other security based compensation arrangements of the Corporation, exceeding 10% of the issued and outstanding Common Shares; or

- (d) The Options granted under the Option Plan together with all of the Corporation's other previous option grants, shall not result at any time:
  - (i) in the grant to any one (1) optionee within a twelve (12) month period, of a number of Options exceeding 5% of the issued and outstanding Common Shares; and
  - (ii) on and after the Corporation becomes subject to the limitations of Section 162(m) of the United States Internal Revenue Code of 1986, as amended (the "Code"), in any optionee being granted in any calendar year, Options that relate to more than 4,589,133 Common Shares.

If an optionee ceases to be a director, officer, employee or consultant of the Corporation or its subsidiaries for any reason other than death, the optionee may, but only within ninety (90) days after the optionee's ceasing to be a director, officer, employee or consultant or prior to the expiry of the Option period, whichever is earlier, exercise any Option held by the optionee, but only to the extent that the optionee was entitled to exercise the Option at the date of such cessation. The Board of Directors may decide to what extent leaves of absence for governmental or military service, illness, temporary disability, or other reasons shall not be deemed interruptions of continuous employment or service. In the event of death of an optionee, the optionee's estate shall have one year in which to exercise the outstanding Options.

The Option Plan also includes a provision that should an Option expiration date fall within a blackout period, the expiration date will automatically be extended for ten business days following the end of the blackout period. No right or interest of any optionee in or under the Option Plan is assignable or transferable. The Option Plan does not provide any specific vesting provisions for Options granted thereunder. Any vesting provisions for Options granted under the Option Plan will be set out in the agreements evidencing such Options, as determined by the Board at the time of the grant. The Option Plan contains standard anti-dilution provisions.

The Board of Directors may amend or terminate the Option Plan or any outstanding Option, subject to the approval of the TSX and the approval of the shareholders of the Corporation, if required by the TSX. Notwithstanding the foregoing, shareholder approval will be required for the following types of amendments:

- (i) amendments to the number of shares issuable under the Option Plan;
- (ii) amendments to modify the requirements as to eligibility for participation;
- (iii) amendments to extend the term of Option Plan;
- (iv) amendments to expand the types of awards available;
- (v) any other amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the TSX);
- (vi) amendments to reduce the exercise or purchase price of any Options held by any person, regardless of whether such person is an Insider of the Corporation;
- (vii) amendments to extend the terms of any Options held by any person, regardless of whether such person is an Insider of the Corporation;

- (viii) amendments to permit Options to become transferrable or assignable, other than for normal estate planning purposes; and
- (ix) amendments to the amendment provisions of the Option Plan.

The Board of Directors may make the following amendments to the Option Plan without shareholder approval:

- (i) amendments of a “housekeeping” nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the Option Plan or stock option agreement or to correct or supplement any provision of the Option Plan that is inconsistent with any provision of the Option Plan or stock option agreement;
- (ii) amendments necessary to comply with the provisions of applicable law (including, without limitation, the rules, regulations and policies of the TSX);
- (iii) amendments necessary in order for awards to qualify for favorable treatment under applicable taxation laws;
- (iv) amendments respecting administration of the Option Plan;
- (v) amendments allowing the Corporation to provide financial assistance to optionees to facilitate the exercise of Options under the Option Plan;
- (vi) any amendment regarding the terms and conditions in which vesting occurs in respect of Options granted pursuant to the Option Plan, including the acceleration of vesting in any stock option agreement;
- (vii) any amendment regarding the terms and conditions in respect of the Option price in respect to Options held by the optionees that are not insiders;
- (viii) amendments necessary to suspend or terminate Options, stock option agreements or the Option Plan in accordance with applicable law; and
- (ix) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law.

### **Summary Compensation Table**

The following table sets forth the total compensation paid to or earned by the NEOs for the Corporation’s fiscal years ended December 31, 2014, 2013 and 2012.

Name and Principal Position	Year Ended Dec. 31	Salary (\$)	Share-Based Awards (\$) <sup>(1)</sup>	Option-Based Awards (\$) <sup>(2)</sup>	Non-Equity Incentive Plan Compensation (\$)		All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans <sup>(3)</sup>	Long-Term Incentive Plans		
Todd A. Oseth President & CEO	2014	366,800	-	45,719	-	-	-	412,519
	2013	356,125	-	84,148	-	-	-	440,273
	2012	350,000	-	-	80,000	-	-	430,000
Richard L. Mohr Senior Vice President & CFO	2014	261,992	-	34,289	-	-	-	296,281
	2013	254,375	-	42,074	-	-	-	296,449
	2012	250,000	-	-	47,700	-	-	297,700

**Notes:**

- (1) Amounts represent the fair value of stock awards issued and includes the associated withholding taxes of such issuance during the respective year under the Employee Share Compensation Plan.
- (2) Amount expensed for financial reporting purposes with respect to the fair value of options granted in each year using the Black-Scholes option pricing model as of the date of grant. The amount reflects the accounting expense for these awards, and does not correspond to the actual value that may or may not be recognized by the NEO. The Corporation has historically used this calculation for determining fair value and believes it is the most reasonable and supportable methodology available to estimate fair value.
- (3) Amount reflects incentive compensation earned during the period. Any cash payments made pursuant to the approved incentive plan are paid in subsequent periods and are dependent on the achievement of satisfactory cash balances as determined by the Board.

**Incentive Plan Awards**

**Outstanding Option-based Awards and Share-based Awards**

The following table sets forth the options granted to the NEOs to purchase or acquire securities of the Corporation outstanding as of December 31, 2014.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (CDNS)	Option expiration date	Value of unexercised in-the-money options (CDNS)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Todd A. Oseth	200,000	0.29	19 Mar 2020	-	-	-	-
	250,000	0.44	13 Mar 2019	-	-	-	-
	450,000	0.50	06 Dec 2016	-	-	-	-
Richard L. Mohr	150,000	0.29	19 Mar 2020	-	-	-	-
	125,000	0.44	13 Mar 2019	-	-	-	-
	450,000	0.48	03 Jan 2017	-	-	-	-

**Incentive Plan Awards – Value Vested or Earned During the Year**

The following table sets forth the value vested or earned during 2014, of option-based awards, share-based awards and non-equity incentive plan compensation paid to NEOs during the most recently completed financial year.

Name	Option-based awards - value earned during the year (\$)	Share-based awards - value earned during the year <sup>(1)</sup> (CDNS)	Non-equity incentive plan compensation - value earned during the year <sup>(2)</sup> (\$)
Todd A. Oseth	45,719	-	-
Richard L. Mohr	34,289	-	-

**Notes:**

- (1) See "Summary Compensation Table" above and footnote (1) contained therein.  
 (2) See "Summary Compensation Table" above and footnote (3) contained therein.

**Pension Plan Benefits**

The Corporation sponsors a 401(k) retirement savings plan for all regular full-time employees (including executive officers) employed in the United States and a Registered Retirement Savings Plan (RRSP) in Canada. Employees participating in the 401(k) plan during 2014 could contribute up to 100% of their annual base earnings into the plan up to a limit of \$17,500. Contribution amounts may be indexed for inflation in subsequent years. Participants in the 401(k) plan turning age 50 in 2014 or prior had the option to contribute an additional \$5,500 into the plan. This additional contribution amount for age 50+ participants may also be indexed for inflation in subsequent years. Annual contributions into the 401(k) retirement savings plan are subject to an actual percentage deferral test. Participants in the RRSP could contribute the lesser of (i) 18% of prior year's earned income, (ii) the maximum annual contribution limit of C\$24,270, or (iii) the remaining limit after any Company sponsored pension plan contributions minus any pension adjustment, plus any unused RRSP contribution room. Participants in the RRSP who did not utilize all of their contribution limit for the years 1991-2014 could carry forward unused RRSP contributions to 2015. The Corporation currently matches 50% of employee contributions up to the first 4% of included compensation on a semi-monthly pay period basis. Employee and employer match contributions are immediately vested at 100%. Vested amounts may be withdrawn by the participant at any time subject to certain terms and conditions.

**Director Compensation****Director Compensation Table**

The following table sets forth the value of all compensation provided to directors, not including those directors who are also NEOs, for the Corporation's most recently completed financial year.

<u>Name</u>	<u>Fees earned (\$)</u>	<u>Share-based awards (\$)</u>	<u>Option-based awards (\$)</u>	<u>Non-equity incentive plan compensation (\$)</u>	<u>Pension value (\$)</u>	<u>All other Compensation (\$)</u>	<u>Total (\$)</u>
Larry G. Garberding	60,000	8,770	-	-	-	-	68,770
Donald R. Gardner	63,000	8,770	-	-	-	-	71,770
John C. Curlander	49,000	8,770	-	-	-	-	57,770
L. David Sikes	41,750	8,770	20,809	-	-	-	71,329

**Directors' Fees**

The compensation of non-employee directors consists of a cash component and a stock component. Each director is entitled to reimbursement for reasonable out-of-pocket expenses in connection with attending board and committee meetings. With respect to the financial year ended December 31, 2014, the directors have been paid for their attendance at board meetings through the end of such financial year. The directors are not permitted to purchase financial instruments (hedges, etc.) to offset decreases in market value of equity securities held by such director.

For 2014, each non-employee director received an annual retainer of \$25,000. Subject to the availability of Common Shares under the Directors' Share Compensation Plan, the director's annual retainer also includes the issuance of common stock of approximately \$10,000. In addition to the annual retainer

amounts, annual fees were paid during 2014 to the Chairman of the Board, the Audit Committee Chairman, the Nominating and Governance Committee Chairman, and the Compensation Committee Chairman in the amounts of \$15,000, \$8,000, \$4,000 and \$4,000, respectively. Beginning in the third quarter of 2014, the Independent Committee consisting of all the independent directors of the Company, was activated. The quarterly fees paid to Independent Directors include \$10,000 for the chairman of the committee and \$5,000 for all other committee members. All fees other than the stock portion of the Annual Retainer are payable quarterly in arrears.

### Directors' Share Compensation Plan

On May 11, 2005, the shareholders approved the Directors' Share Compensation Plan, which provides for the issuance from treasury of Common Shares to non-employee directors as part of their Annual Retainer. At the Annual General and Special Meeting of the Shareholders on August 3, 2011, the amended share compensation plan was approved to increase the maximum number of Common Shares issuable thereunder from 400,000 to 1,400,000. At the Annual General and Special Meeting of the Shareholders on August 9, 2012, an amendment to the share compensation plan was approved to increase the maximum number of Common Shares issuable thereunder from 1,400,000 to 2,400,000. Non-employee directors receive a portion of their annual retainer in June of each year at a price per share equal to the average trading price of the Common Shares on the TSX during the month of May, provided that such price is not less than that permitted under the rules of the TSX.

The Directors' Share Compensation Plan currently provides that a total of 2,400,000 Common Shares, or 2.6% of the issued and outstanding Common Shares, are reserved for issuance under the Directors' Share Compensation Plan. As at the date hereof, 1,672,861 Common Shares, or 1.8% of the issued and outstanding Common Shares, have been issued to non-employee directors of the Corporation. Therefore a total of 727,139 Common Shares, or 0.8% of the issued and outstanding Common Shares, remain available for issuance under the Directors' Share Compensation Plan.

The following is a description of the material terms and conditions of the Directors' Share Compensation Plan. The Directors' Share Compensation Plan provides that each participant shall, on the 1st day of June of each fiscal year (January 1 – December 31) (the "**Current Year**"), be issued Common Shares of the Corporation in an amount equal to up to 100% of the participant's annual retainer divided by the average closing price of the Common Shares on the TSX during the month of May of the Current Year, provided that such purchase price shall not be less than that from time to time permitted under the rules of the TSX. All benefits, rights and Common Shares accruing to any participant under the Directors' Share Compensation Plan are non-transferrable and non-assignable.

The Board of Directors may terminate the Directors' Share Compensation Plan at any time, subject to the approval of the TSX and the approval of the shareholders of the Corporation if required by the TSX. In addition, upon any participant ceasing to be a director of the Corporation for any reason, such participant's right to be issued Common Shares pursuant to the Directors' Share Compensation Plan shall terminate immediately, subject to the following:

- (i) If a participant ceases to be a director of the Corporation after June 1 and before December 31, in any year, on written notice by the Corporation, the participant will return to the Corporation for cancellation that number of Common Shares equal to the Common Shares issued to such participant under the Directors' Share Compensation Plan for the Current Year multiplied by the percentage of days in the Current Year that the participant will not serve as a director of the Corporation.

- (ii) In the event that any participant ceases to be a director of the Corporation after December 31 and before June 1 of the current year, he shall, on June 1 of the current year, be issued the number of Common Shares that such participant is entitled to receive multiplied by the percentage of the Current Year that the participant had held the position of director of the Corporation

The Directors' Share Compensation Plan provides that the Board of Directors may make certain amendments to the Directors' Share Compensation Plan without the approval of the shareholders of the Corporation or any participant of the Directors' Share Compensation Plan in order to conform to applicable law or regulation or the requirements of the TSX. The Board of Directors may make the following amendments to the Directors' Share Compensation Plan without shareholder approval:

- (i) amendments of a "housekeeping" nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the Directors' Share Compensation Plan to correct or supplement any provision of the Directors' Share Compensation Plan that is inconsistent with any provision of the Directors' Share Compensation Plan;
- (ii) amendments necessary to comply with the provisions of applicable law, including without limitation, the rules, regulations and policies of the TSX;
- (iii) amendments necessary in order for awards to qualify for favorable treatment under applicable tax laws;
- (iv) amendments respecting the administration of the Directors' Share Compensation Plan;
- (v) amendments regarding the terms and conditions in respect of Common Shares granted pursuant to the Directors' Share Compensation Plan;
- (vi) amendments necessary to suspend or terminate the Directors' Share Compensation Plan in accordance with applicable law; and
- (vii) any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law.

Shareholder approval will be required for the following amendments to the Directors' Share Compensation Plan:

- (i) amendments to the number of Common Shares reserved for issuance under the Directors' Share Compensation Plan;
- (ii) amendments to modify the requirements as to eligibility for participation; and
- (iii) amendments required to be approved by shareholders under applicable law including, without limitation, the rules, regulations and policies of the TSX.



## Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth the options granted and outstanding to the directors of the Corporation to purchase or acquire securities of the Corporation as at December 31, 2014.

Option-based Awards					Share-based Awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price (CDN \$)	Option expiration date	Value of unexercised in-the-money options (CDN\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (%)	Market or payout value of vested share-based awards not paid out or distributed (%)
Larry G. Garberding	100,000	0.33	13-Nov-2018	-	-	-	-
	100,000	0.44	09-Mar-2017	-	-	-	-
Donald R. Gardner	100,000	0.33	13-Nov-2018	-	-	-	-
	100,000	0.44	09-Mar-2017	-	-	-	-
John C. Curlander	100,000	0.33	13-Nov-2018	-	-	-	-
	100,000	0.33	17-Aug-2016	-	-	-	-
L. David Sikes	114,630	0.25	25-Jun-2019	-	-	-	-

## **EQUITY COMPENSATION PLAN INFORMATION**

The following table sets forth certain information regarding the Corporation's equity compensation plans as at December 31, 2014:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a)) (c)
Equity compensation plans approved by the security holders <sup>(1)</sup>	7,427,400	CDN \$0.46	1,750,867
Equity compensation plans not approved by the security holders	-	-	-
Total	7,427,400	CDN \$0.46	1,750,867

**Note:**

(1) The security holders of the Corporation have approved the Stock Option Plan, the Directors' Share Compensation Plan and the Employee Share Compensation Plan.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

The management of the Corporation is not aware of any material interest, direct or indirect, of any informed person or proposed director of the Corporation or any associate or affiliate of any such persons in any transaction since the commencement of the financial year ended December 31, 2014 or in any proposed transaction, which has materially affected or would materially affect the Corporation or any of its subsidiaries.

For the purposes of this Information Circular, an "informed person" means (i) a director or officer of the Corporation, (ii) a director or officer of a person or company that is itself an informed person, or (iii) any person or company who beneficially owns, directly or indirectly, and/or exercises control or direction

over voting securities of the Corporation carrying more than 10% of the voting rights attaching to all outstanding voting securities of the Corporation.

## CORPORATE GOVERNANCE

### General

The Corporation and its Board of Directors are committed to maintaining a high standard of corporate governance. The Corporation continually assesses and updates its practices and believes it employs a leading system of corporate governance to ensure the interests of shareholders are well-protected. The Corporation fully complies with all applicable regulatory requirements concerning corporate governance. In Canada, the Canadian securities regulatory authorities in all of the provinces and territories of Canada (collectively, the “CSA”) have adopted National Policy 58-201 *Corporate Governance Guidelines* (“NP 58-201”) and National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) effective June 30, 2005.

The Board of Directors and its committees continually evaluate and enhance the Corporation’s corporate governance practices by monitoring Canadian regulatory developments affecting corporate governance, accountability and transparency of public company disclosure.

The following statement of the Corporation’s existing corporate governance practices is made in accordance with Form 58-101FI of NI 58-101.

### Board of Directors

#### Independence

The Board is currently composed of five directors, four of whom are independent directors. The Board is responsible for determining whether or not each director is independent within the meaning of such term set forth in NI 58-101. In applying this definition, the Board considers all relationships of the directors with the Corporation, including business, family and other relationships. As the President and Chief Executive Officer of the Corporation, Todd A. Oseth is a member of management and not considered to be independent. Mr. Oseth is considered an “insider” and a “related” director.

Independent directors meet at every regularly scheduled meeting of the Board without the attendance of management to discuss the affairs of the Corporation. The independent directors met five times without management present during the Corporation’s most recently completed financial year.

The Board has also determined that the proposed directors Messrs. Garberding, Gardner, Curlander and Sikes are independent directors on the basis that none of such directors have a direct or indirect material relationship with the issuer which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of their independent judgment. The independent directors will constitute a majority of the Board.

#### Board Meetings

Since January 2014, the Corporation’s Board has held five Board meetings either in person or via telephone conference. The overall combined attendance by the Corporation’s directors at Board meetings was 100%. The Corporation’s directors hold in-camera sessions, without non-independent directors and management members in attendance, at all regularly scheduled Board meetings.

The attendance record of each of the directors of the Corporation for Board meetings held during 2014 is as follows:

<u>Name of Director</u>	<u>Attendance Record</u>
Todd A. Oseth	Attended 6 of 6 meetings
Larry G. Garberding	Attended 6 of 6 meetings
Donald R. Gardner	Attended 6 of 6 meetings
John C. Curlander	Attended 6 of 6 meetings
L. David Sikes <sup>(1)</sup>	Attended 3 of 3 meetings

**Notes:**

(1) Mr. Sikes joined the Board on March 13, 2014.

### **Non-Intermap Directorships**

The Board has not adopted a formal policy limiting the number of outside directorships of the Corporation's directors. Other public company board memberships held by director nominees of the Corporation are:

- Larry G. Garberding: Plug Power Inc. (NASDAQ)
- Donald R. Gardner: Canadian Spirit Resources Inc. (TSX Venture Exchange)

### **Board Mandate**

The Corporation's Board has not adopted a formal written mandate. The fundamental responsibility of the Board is to appoint a competent executive team and to oversee the management of the business, with a view to maximizing shareholder value and ensuring corporate conduct in an ethical and legal manner via an appropriate system of corporate governance and internal controls. The Board is also charged with approving guidelines, policies and goals for the Corporation. The Corporation has four committees to assist the Board of Directors in effectively carrying out its responsibilities. Each of these committees is composed entirely of independent or unrelated directors and each of these committees has the responsibilities described below.

### **Compensation Committee - Charter and Composition**

The charter of the Compensation Committee provides that the committee make recommendations regarding the compensation of officers, directors and employees. The Compensation Committee reviews all proposed agreements between executives and the Corporation and provides recommendations to the Board of Directors. The Compensation Committee is also responsible for administration of the Stock Option Plan and performance assessment. The Compensation Committee is currently comprised of John C. Curlander, Donald R. Gardner and L. David Sikes.

### **Audit Committee - Charter and Composition**

The charter of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities in respect of the Corporation's financial reporting process, financial statements, management controls and systems, and the audit process. The Audit Committee also has oversight responsibility for certain aspects of risk management of the Corporation. The Audit Committee is currently comprised of Donald R. Gardner, Larry G. Garberding and L. David Sikes.

Additional information regarding the Audit Committee may be found in the Corporation's Annual Information Form filed on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Nominating and Governance Committee - Charter and Composition**

The charter of the Nominating and Governance Committee is to review and advance the governance of the Corporation and ensure that the Corporation maintains a culture of good governance practice. The Nominating and Governance Committee ("NGC") is responsible for constitution of the Board of Directors; nominations to the Board of Directors; Board member and chairman evaluation; Board education; Board committee charters; disclosure; conflicts of interest and insider trading; and Officer appointments. The NGC is currently comprised of L. David Sikes, Larry G. Garberding and John C. Curlander.

### **Independent Committee**

The Independent Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities in respect of proposed transactions to be entered into by the Corporation, including, without limitation, acquisitions, dispositions, joint ventures and strategic initiatives, as may be referred to it from time to time by the Board, for the purposes of considering whether any such proposed transaction is in the best interests of the Corporation and reporting thereon to the Board. The Independent Committee is currently comprised of Larry G. Garberding, Donald R. Gardner, John C. Curlander and L. David Sikes.

### **Position Descriptions**

The Corporation does not have written position descriptions for the President and Chief Executive Officer, the Chairman of the Board, or each Committee Chairman. The Board is responsible for monitoring the Chief Executive Officer's performance to ensure that it is consistent with the policies, guidelines and goals approved by the Board. As part of this process, the Board reviews and approves corporate goals and objectives relevant to the President and Chief Executive Officer's compensation and evaluates the President and Chief Executive Officer's and other senior management's performance in light of these corporate goals and objectives.

### **Orientation and Continuing Education of Directors**

While the Corporation does not currently have a formal orientation and education program for new recruits to the Board of Directors, the Corporation has historically provided such orientation and education on an ad hoc and informal basis, including the use of internal published guideline material, personal education through the periodic use of a subject matter expert, and regular briefings that provide the Board with pertinent information on current corporate governance issues. All incoming directors are provided with materials summarizing the nature and operation of the issuer's business.

Periodically, employees of the Corporation are invited to attend and present at Board meetings to discuss aspects of the Corporation's business. Additionally, certain of the Directors have visited various locations where the business of the Corporation is conducted.

Finally, in addition to these specific events and other ongoing internal continuing education programs, directors are encouraged to attend external educational programs to assist in their development as a director of the Corporation.

## **Ethical Business Conduct**

The Corporation has adopted a Corporate Code of Business Conduct and Ethics (the “**Code**”) which sets out the basis on which the Corporation will operate as a principled corporation. The Code establishes the Corporation’s commitment to conducting business ethically and legally. The Code applies to all officers, employees, contractors, consultants, (collectively, “**staff**”) and directors. The Code makes specific reference to the maintenance of an ethical corporate climate and a compliance with legal and regulatory obligations. All staff and the directors of the Corporation are asked to review the Code confirming that they understand their individual responsibilities and will conform to the requirements of the Code. The Audit Committee monitors any reports pursuant to the Code at each of its quarterly meetings and if necessary, a special meeting of the Audit Committee, the Board and/or executive management can be held to manage or resolve any matters brought forth under the Code.

The President and Chief Executive Officer and other executive officers of the Corporation are required to foster a corporate culture that promotes ethical practices and encourages individual integrity and social responsibility, all of which is monitored by the Board. The Code outlines that any “**reportable activity**” of an unethical nature may be reported through one or more of the following channels:

- (i) the employee’s immediate supervisor;
- (ii) the Corporation’s Chief Financial Officer; and/or
- (iii) the Chairman of the Board’s Audit Committee.

The Code ensures that any employee, who in good faith reports what it believes to be unethical activity, will be protected from threats of retaliation, discharge or other adverse actions or discrimination as a result of such a report.

The Board exercises independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest and any such director does not vote on any issue in which he has a material interest and is usually excused from the Board meeting while the matter is discussed.

There have been no material change reports filed since the beginning of the Corporation’s most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the Code.

A copy of the Code may be obtained from the Corporation website at [www.intermap.com](http://www.intermap.com), and is also available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Nomination of Directors**

The Board has established the NGC which is comprised exclusively of independent directors. The NGC’s mandate includes assessing and recommending new nominees to the Board although all board members are encouraged to recommend new candidates. In assessing new nominees, the Board seeks to ensure that there is a sufficient range of skills, expertise and experience to ensure that the Board can carry out its mandate and functions effectively. The NGC receives and evaluates suggestions for candidates from individual directors, the President and Chief Executive Officer and, if needed or deemed advisable, from professional search organizations. The NGC gives consideration to the appropriate size of the Board for the ensuing year and, on a periodic basis, oversees the evaluation of, and assesses and considers the

effectiveness of, the Board as a whole, the Committees of the Board and the contribution of individual members.

The NGC is also responsible for reviewing, reporting and providing recommendations for improvement to the Board with respect to all aspects of corporate governance. The NGC monitors best practices among major Canadian and U.S. companies to help ensure the Corporation continues to adhere to high standards of corporate governance.

### **Compensation**

The Board has appointed the Compensation Committee which is comprised exclusively of independent directors. The Compensation Committee has a written mandate which establishes the responsibilities of the Compensation Committee. The Compensation Committee may engage outside resources if deemed advisable and has the authority to retain and terminate any consultant used in the evaluation of senior officer compensation. The primary function of the Compensation Committee is to assist the Board in carrying out its responsibilities by reviewing compensation and human resources issues in support of the achievement of the Corporation's business strategy and making recommendations to the Board as appropriate. In particular, the Compensation Committee is responsible for reviewing and approving corporate goals and objectives relevant to Chief Executive Officer compensation, evaluating the Chief Executive Officer's performance against those goals and objectives and making recommendations to the Board with respect to the Chief Executive Officer's compensation. The Compensation Committee also approves and reports to the Board on compensation for the Corporation's other senior officers.

The Compensation Committee also reviews, comments on, and approves the Statement of Executive Compensation contained in this Information Circular.

### **Assessments of the Board**

The Board is required to establish appropriate practices for the regular evaluation of the effectiveness of the Board, its Committees and its members. The NGC is responsible for assessing the effectiveness of the Board and Committees of the Board. As part of its process, each director completes an anonymous effectiveness questionnaire annually. The assessments include a review of an individual director's knowledge, skills, experience and meaningful contributions and are returned to the NGC for review. The NGC assesses the adequacy of information given to directors, communication between the Board and management and the processes of the Board and Committees. The NGC recommends to the Board any changes that would enhance the performance of the Board based on all of the NGC's assessments.

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on the SEDAR website at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Corporation's comparative financial statements and MD&A for the year ended December 31, 2014. Specifically, additional information regarding the Corporation's Audit Committee may be found in the Corporation's Annual Information Form filed on SEDAR at [www.sedar.com](http://www.sedar.com).

A shareholder who wishes to receive annual and/or interim financial statements is encouraged to send the enclosed mail card, together with the completed form of proxy, in the addressed envelope provided, to the Corporation's transfer agent, Computershare Trust Company of Canada, 8<sup>th</sup> Floor Proxy Dept., 100 University Avenue, Toronto, Ontario, M5J 2Y1. The Corporation will maintain a supplemental mailing list of persons or companies wishing to receive annual and/or interim financial statements.

## **OTHER MATTERS**

As of the date of this Information Circular, the Board of Directors and management know of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, proxies in favor of management nominees will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

The delivery of this Information Circular has been approved by the directors of the Corporation. Unless otherwise stated, the information contained herein is given as of March 26, 2015.

